

Hung Priscilla
 Form 4
 March 01, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hung Priscilla

(Last) (First) (Middle)

1001 E. HILLSDALE BLVD.,
 SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/27/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, Ops and Corp Dev / SVP, Ops and Corp Dev

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2013		M ⁽¹⁾		16,400	A	\$ 2.74
Common Stock	02/27/2013		S ⁽¹⁾		6,700	D	\$ 35.2526
Common Stock	02/27/2013		S ⁽¹⁾		5,500	D	\$ 36.5849
Common Stock	02/27/2013		S ⁽¹⁾		3,900	D	\$ 37.4824

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					(4)		
					\$		
Common Stock	02/27/2013		S ⁽¹⁾	300	D	38.3017	30,448
							D
						(5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 2.74	02/27/2013		M ⁽¹⁾	16,400	(6) 08/16/2017	Common Stock	16,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hung Priscilla 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404			SVP, Ops and Corp Dev	SVP, Ops and Corp Dev

Signatures

By: Karen Blasing, Attorney in Fact For: Priscilla Hung

02/27/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on April 12, 2012.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$35.00 to \$35.99 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$36.0150 to \$36.9950 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$37.03 to \$37.99 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$38.22 to \$38.4050 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) Fully-vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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